

A L A W C O R P O R A T I O N

TELEPHONE (214) 634-3939
FAX (214) 634-3971
DIRECT DIAL:

February 21, 1994

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

0100122060

\$216.00

RECORDATION NO. 17520 NOP Q
FILED 1425

FEB 23 1994 - 2 25 PM

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1994, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1994, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1994, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1994 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
February 21, 1994
Page 2

Recordation Nos. 17520-A and 17520-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 38 (thirty eight) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Fourth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
February 21, 1994
Page 3

Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1994, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering twenty six (26) railroad cars, and (ii) Assignment, a primary document, dated February 16, 1994, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering nine (9) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 1, 1993, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 16, 1994, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,

Richard A. Fogel /as
Richard A. Fogel

RAF:ps
Enclosures

EXHIBIT ASeries 8

1. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries, Inc. covering the following described railroad cars (Partial Rider 2):

| Number of Cars | Type | Car Numbers |
|----------------|---------------------------------------|-----------------------------------|
| 26 | 14,300 Gal. 111A100W1 Tank Cars | TILX 150000-150025 (inclusive) |

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RECORDATION NO. 17520-N FILED 1425

FEB 23 1994 -2 25 PM

INTERSTATE COMMERCE COMMISSION

**FOURTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)

Dated as of February 16, 1994

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

FOURTH SUPPLEMENT dated as of February 16, 1994 (herein called this "Fourth Supplement"), to the Equipment Trust Agreement dated as of September 9, 1991 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on September 10, 1991 under Recordation No. 17520.

B. The First Supplement to the Trust Agreement, dated December 10, 1991, between the Company and the Trustee was filed with the ICC on December 11, 1991, under Recordation No. 17520-E. The Second Supplement to the Trust Agreement, dated February 11, 1993, between the Company and the Trustee was filed with the ICC on February 16, 1993, under Recordation No. 17520-F. The Third Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the ICC on September 1, 1993, under Recordation No. 17520-J.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the 38 units of Equipment covered by the Existing Lease with A. E. Staley Manufacturing Co. dated April 13, 1983 (Riders 6 and 7) described in Exhibit A to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or

granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Fourth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, the Second Supplement, the Third Supplement and this Fourth Supplement.

5. This Fourth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Fourth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Fourth Supplement. It shall not be necessary in making proof of this Fourth Supplement to produce or account for more than one such counterpart.

6. This Fourth Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

Neil Q. Shooz
Assistant Secretary

By:

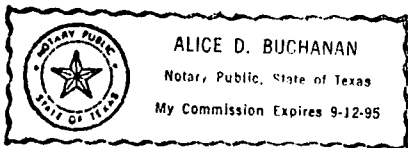
F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 16 day of February, 1994, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Alice D. Buchanan
My Commission Expires: 9-12-95



THE BANK OF NEW YORK, Trustee

By: [Signature]
Name: S.D. MINEO
Title: VICE PRESIDENT

Attest: [Signature]
[SEAL]

STATE OF NEW YORK §
 § ss.
COUNTY OF NEW YORK §

On this 18th day of February, 1994, before me personally appeared S.D. MINEO, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public [Signature]
My Commission Expires: 5-31-95

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ROBERT SCHNECK
Notary Public, State of New York
No. 4746935
Qualified in Nassau County
Certificate filed in New York County
Commission Expires May 31, 1995

EXHIBIT ASeries 8

1. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries, Inc. covering the following described railroad cars (Partial Rider 2):

| Number of Cars | Type | Car Numbers |
|----------------|---------------------------------------|-----------------------------------|
| 26 | 14,300 Gal. 111A100W1 Tank Cars | TILX 150000-150025 (inclusive) |

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EXHIBIT B**Series 8****DESCRIPTION OF TRUST EQUIPMENT**

| Quantity and Type | Class | Capacity | Initialed Car Numbers | Earliest Service |
|-------------------|-----------|-------------|-----------------------------------|------------------|
| 26 Tank Cars | 111A100W1 | 14,300 Gal. | TILX 150000-150025 (inclusive) | 10/93 |

DDD04D4B